

**Amendments to the Specification:**

Replace paragraph [0010] with the following:

**[0010]** In one aspect, the invention includes a method of preparing lipid particles having an external lipid coating. The method comprises preparing lipid particles composed of (i) a lipid composition containing a charged lipid and (ii) a therapeutic agent. The particles each ~~having~~ have an outer lipid coating having an external lipid leaflet and an internal lipid structure. The particles are then incubated under conditions effective to remove ~~said~~ the charged lipid from the external lipid leaflet.

Replace paragraph [0013] with the following:

**[0013]** Incubation of the lipid particles, in one embodiment, involves incubation in a medium containing uncharged lipid vesicles. In another embodiment, a lipid-polymer-ligand conjugate can be added to the incubation medium. In other embodiment, the incubation medium can further include a lipid derivatized with a hydrophilic polymer. An exemplary ~~[[a]]~~ lipid derivatized with a hydrophilic polymer is a phospholipid derivatized with polyethyleneglycol.

Replace paragraph [0020] with the following:

**[0020]** In one embodiment, the incubation is done by incubating at a temperature of less than about 15 °C. In another embodiment, the incubation period is for a time of greater than about 5 hours. In another embodiment, the incubating medium is comprised of neutral lipid vesicles.

Replace paragraph [0030] with the following:

**[0030]** "Lipid particle" as used herein intends particles of any shape or size that ~~has~~ have at least one lipid bilayer. That is, the term includes unilamellar, plurilamellar, and multilamellar vesicles. In some particles, portions of the particle may be unilamellar and other portions may be multilamellar. The particles may be spherical, or may be more globular in shape. Included within the term "lipid particle" are

liposomes as well as complexes of lipids with other particle components. The particle may have a defined aqueous space, i.e., a liposome, or may have pockets or regions of aqueous space(s), i.e., lipid complexes.

Replace paragraph [0090] with the following:

**[0090]** The asymmetric lipid-DNA complexes were prepared by mixing lipid-DNA complex particles with 10 fold excess neutral liposomes ("sink liposomes") prepared as described in [[2.]] A. above. Specifically, 1.28 mL of the lipid-DNA complexes prepared as in [[3.]] B. above containing 6.4  $\mu$ moles lipids was mixed slowly with 2 mL neutral incubation liposomes (POPC/CHOL/mPEG-DS, 58/40/2 mol/mol) containing 64  $\mu$ moles lipids. The mixtures were set in an ice-water bath before incubation under various conditions as shown in Figs. 4-6.

Replace paragraph [0096] with the following:

**[0096]** Lipid particles were formed as described in Example 1, except that the temperature of the incubation solution comprised of neutral SUVs (see step [[4]] C in Example 1) was maintained between 0-4 °C with an ice bath.